R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is selected from the group consisting of $(R^7)NC(O)$ and $N(R^7)$ with the proviso that no more than one of the group consisting of rr and pa is 0 at the same time;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^1 and X^o are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

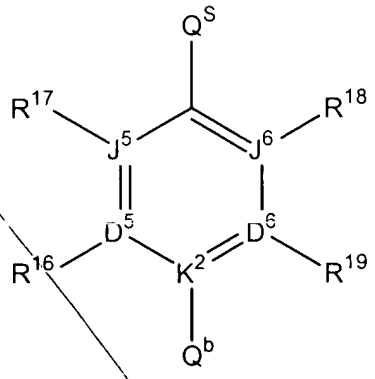
Z^0 is selected from the group consisting of a covalent single bond, O, S, NH, and CH_2;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, amidocarbonyl, halo, haloalkyl, and cyano;

Y^0 is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein D^5, D^6, J^5, and J^6 are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K^2 is C, no more than one of D^5, D^6, J^5, and J^6 is O, no more than one of D^5, D^6, J^5, and J^6 is S, one of D^5, D^6, J^5, and J^6 must be a covalent bond when two of D^5, D^6, J^5, and J^6 are O and S, and no more than four of D^5, D^6, J^5, and J^6 are N;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

Q^b is selected from the group consisting of $NR^{20}R^{21}$, Q^{be} wherein Q^{be} is hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the provisos that no more than one of R^{20} and R^{21} is hydroxy at the same time and that no more than one of R^{23} and R^{24} is hydroxy at the same time;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, and hydroxy;

Q^s is selected from the group consisting of a single covalent bond, CH_2, and CH_2CH_2.

Please substitute the following for claim 18:

18. (once amended) The compound as recited in Claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propynyl, 2-propenyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butynyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butynyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butynyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of single covalent bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2;

R^1 and X^o are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a covalent single bond, O, S, NH, and CH_2;

Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl,

amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, fluoro, chloro, bromo, and cyano;

Y^0 is selected from the group consisting of: 1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 2-Q^b-4-Q^s-3-R^{16}-6-R^{18}pyrazine, 3-Q^b-6-Q^s-2-R^{18}-5-R^{18}-4-R^{19}pyridazine, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}pyrimidine, 5-Q^b-2-Q^s-3-R^{16}-6-R^{19}pyrimidine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}imidazole, 2-Q^b-4-Q^s-5-R^{17}imidazole, 3-Q^b-5-Q^s-4-R^{16}isoxazole, 5-Q^b-3-Q^s-4-R^{16}isoxazole, 2-Q^b-5-Q^s-4-R^{16}pyrazole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

Q^b is selected from the group consisting of $NR^{20}R^{21}$, Q^{be}, wherein Q^{be} is hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the provisos that no more than one of R^{20} and R^{21} is hydroxy at the same time and that no more than one of R^{23} and R^{24} is hydroxy at the same time;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

Q^s is selected from the group consisting of a single covalent bond, CH_2, and CH_2CH_2.

Please substitute the following for claim 19:

19. (once amended) The compound as recited in Claim 18 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido,ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl,(S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond,CH_2, NHC(O), CH_2CH_2, $CH_2CH_2CH_2$, and CH_3CHCH_2;

R^1 and X^o are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

R^2 is Z^0-Q;

Z^0 is selected from the group consisting of a covalent single bond, O, S, NH, and CH_2;

Q is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-

methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

Y^0 is selected from the group consisting of: 1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, and 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

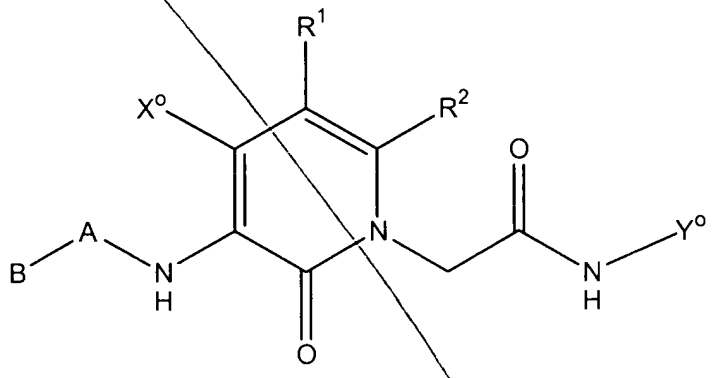
Q^b is selected from the group consisting of Q^{be} wherein Q^{be} is hydrido and $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido and methyl;

Q^s is CH_2.

Please substitute the following for claim 20:

20. (once amended) The compound as recited in Claim 17 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally

substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

R^1 and X^o are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

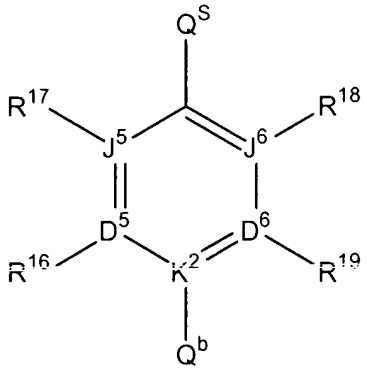
Z^0 is a covalent single bond;

Q is selected from the group consisting of aryl and heteroaryl wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkylamidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyamido, carboxyalkyl, and cyano;

Y^0 is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein D^5, D^6, J^5, and J^6 are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K^2 is C, no more than one of D^5, D^6, J^5, and J^6 is O, no more than one of D^5, D^6, J^5, and J^6 is S, one of D^5, D^6, J^5, and J^6 must be a covalent bond when two of D^5, D^6, J^5, and J^6 are O and S, and no more than four of D^5, D^6, J^5, and J^6 are N;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

Q^b is selected from the group consisting of $NR^{20}R^{21}$, Q^{be} wherein Q^{be} is hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido and alkyl;

Q^s is CH_2.

Please substitute the following for claim 21:

21. (once amended) The compound as recited in Claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butynyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q^b;

A is selected from the group consisting of:

(i) a single covalent bond, NH, $N(CH_3)$, CH_2, CH_3CH, and CH_2CH_2; and

(ii) $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$ with the proviso that B is hydrido;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

R^2 is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R^9, the other carbon

adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11};

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

Y^0 is selected from the group consisting of: 1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}pyridine, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, carboxy, and cyano.

Q^b is selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, and ethyl;

Q^s is CH_2.

Please substitute the following for claim 22:

22. (once amended) The compound as recited in Claim 21 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido,ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl,(S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond, CH_2, CH_3CH, and CH_2CH_2;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

R^2 is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

Y^0 is selected from the group consisting of:
1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, and 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

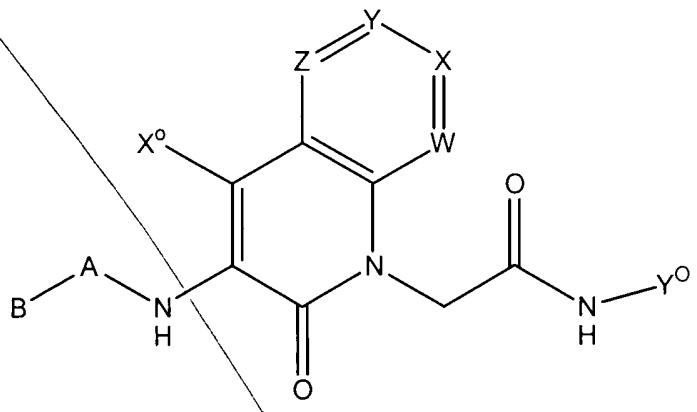
Q^b is selected from the group consisting of Q^{be} wherein Q^{be} is hydrido and $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido and methyl;

Q^s is CH_2.

Please substitute the following for claim 33:

33. (once amended) A compound having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, heteroaryl, heterocyclyl, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxyalkyl, carboxy, carboxamido, and cyano;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is selected from the group consisting of $(R^7)NC(O)$ and $N(R^7)$ with the proviso that no more than one of the group consisting of rr and pa is 0 at the same time;

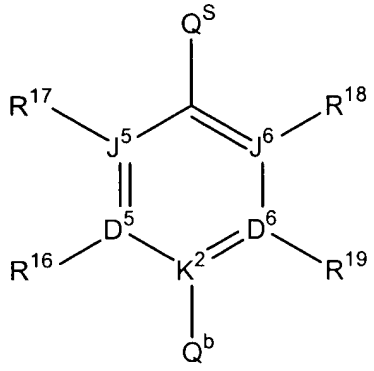
R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

X^0 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

W, X, Y, and Z are independently selected from the group consisting of $C(R^9)$, $C(R^{10})$, $C(R^{11})$, $C(R^{12})$, N, $N(R^{10})$, O, S and a covalent bond with the provisos that one of W, X, Y, and Z is independently selected to be a covalent bond when one of W, X, Y, and Z is selected from the group consisting of N, $N(R^{10})$, O, and S, no more than one of W, X, Y, and Z is optionally selected from the group consisting of O and S, and no more than three of W, X, Y, and Z are optionally selected from the group consisting of N and $N(R^{10})$;

Y^0 is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein D^5, D^6, J^5, and J^6 are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K^2 is C, no more than one of D^5, D^6, J^5, and J^6 is O, no more than one of D^5, D^6, J^5, and J^6 is S, one of D^5, D^6, J^5, and J^6 must be a covalent bond when two of D^5, D^6, J^5, and J^6 are O and S, and no more than four of D^5, D^6, J^5, and J^6 are N, with the provisos that R^{16}, R^{17}, R^{18}, and R^{19} are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

Q^b is selected from the group consisting of $NR^{20}R^{21}$, Q^{be} wherein Q^{be} is hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the provisos that no more than one of R^{20} and R^{21} is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of R^{23} and R^{24} is hydroxy, amino, alkylamino, or dialkylamino at the same time;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;

Q^s is selected from the group consisting of a single covalent bond, CH_2, and CH_2CH_2.

Please substitute the following for claim 34:

34. (once amended) The compound as recited in Claim 33 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butynyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-

pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butynyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butynyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butynyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and Q^b;

A is selected from the group consisting of:

(i) a single covalent bond, NH, $N(CH_3)$, N(OH), CH_2, CH_3CH, CF_3CH, NHC(O), $N(CH_3)C(O)$, C(O)NH, $C(O)N(CH_3)$, CH_2CH_2, $CH_2CH_2CH_2$, CH_3CHCH_2, and CF_3CHCH_2; and

(ii) $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$ with the proviso that B is hydrido;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy,

hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

W, X, Y, and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-CH_3, C-CH_2CH_3, C-NH_2, C-CH_2NH_2, C-CH_2NHCH_3, C-$NHCH_3$, C-$N(CH_3)_2$, C-$CH(NH_2)CH_3$, C-$CH_2CH_2NH_2$, C-$NHOCH_3$, C-$NHOCH_2CH_3$, C-$C(NH)NH_2$, C-$C(NOH)NH_2$, C-OH, C-CH_2OH, C-CH_2CH_2OH, C-$CH(OH)CH_3$, C-OCH_3, C-OCH_2CH_3, C-CO_2H, C-CO_2CH_3, C-$C(O)NH_2$, C-$C(O)NHCH_3$, C-$C(O)NH(CH_3)_2$, C-CH_2CO_2H, C-SO_2NH_2, C-SO_2NHCH_3, C-$NH(O)CCH_3$, and C-$NH(O)CCF_3$;

Y^0 is selected from the group consisting of:
1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 2-Q^b-4-Q^s-3-R^{16}-6-R^{18}pyrazine, 3-Q^b-6-Q^s-2-R^{18}-5-R^{18}-4-R^{19}pyridazine, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}pyrimidine, 5-Q^b-2-Q^s-3-R^{16}-6-R^{19}pyrimidine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}furan, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}furan, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}pyrrole, 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}pyrrole, 4-Q^b-2-Q^s-5-R^{19}imidazole, 2-Q^b-4-Q^s-5-R^{17}imidazole, 3-Q^b-5-Q^s-4-R^{16}isoxazole, 5-Q^b-3-Q^s-4-R^{16}isoxazole, 2-Q^b-5-Q^s-4-R^{16}pyrazole, 4-Q^b-2-Q^s-5-R^{19}thiazole, and 2-Q^b-5-Q^s-4-R^{17}thiazole;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

Q^b is selected from the group consisting of $NR^{20}R^{21}$, Q^{be} wherein Q^{be} is hydrido, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the provisos that no more than one of R^{20} and R^{21} is hydroxy at the same time and that no more than one of R^{23} and R^{24} is hydroxy at the same time;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;

Q^s is selected from the group consisting of a single covalent bond, CH_2, and CH_2CH_2.

Please substitute the following for claim 35:

35. (once amended) The compound as recited in Claim 34 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl,(S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond, CH_2, NHC(O), CH_2CH_2, and $CH_2CH_2CH_2$;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH_2, C-CH_2NH_2, C-$NHCH_3$, C-OH, C-CH_2OH, C-CO_2H, and C-$C(O)NH_2$;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-CH_3, C-NH_2, C-CH_2NH_2, C-CH_2NHCH_3, C-$NHCH_3$, C-$CH(NH_2)CH_3$, C-$CH_2CH_2NH_2$, C-$NHOCH_3$, C-$C(NH)NH_2$, C-$C(NOH)NH_2$, C-OH, C-CH_2OH, C-CH_2CH_2OH, C-$CH(OH)CH_3$, C-OCH_3, C-CO_2H, C-$C(O)NH_2$, C-$C(O)NHCH_3$, C-CH_2CO_2H, and C-SO_2NH_2;

Y^0 is selected from the group consisting of:

1-Q^b-4-Q^s-2-R^{16}-3-R^{17}-5-R^{18}-6-R^{19}benzene, 2-Q^b-5-Q^s-6-R^{17}-4-R^{18}-2-R^{19}pyridine, 3-Q^b-6-Q^s-2-R^{16}-5-R^{18}-4-R^{19}pyridine, 3-Q^b-5-Q^s-4-R^{16}-2-R^{19}thiophene, and 2-Q^b-5-Q^s-3-R^{16}-4-R^{17}thiophene;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

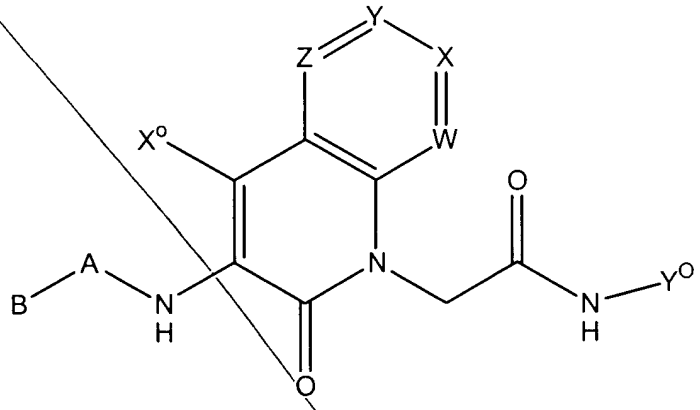
Q^b is selected from the group consisting of Q^{be} wherein Q^{be} is hydrido and $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido and methyl;

Q^s is CH_2.

Please substitute the following for claim 36:

36. (once amended) The compound as recited in Claim 33 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino,

alkoxyamino, lower alkylamino, alkylthio, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, lower alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, aminoalkyl, hydroxy, amino, lower alkylamino, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxyamido, and cyano;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is $N(R^7)$;

R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

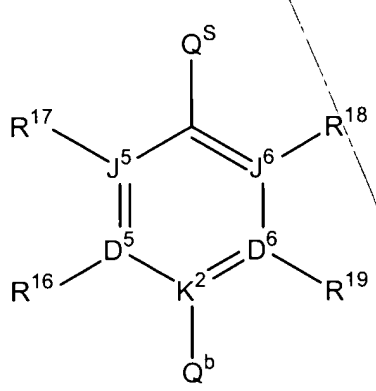
R^{15} is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;

X^0 is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

R^1 and R^2 are taken together to be -W=X-Y=Z- wherein -W=X-Y=Z- forms a ring selected from the group consisting of a heteroaryl ring having 6 contiguous members and an aryl;

W, X, Y, and Z are independently selected from the group consisting of $C(R^9)$, $C(R^{10})$, $C(R^{11})$, $C(R^{12})$, and N;

Y^0 is an aryl or heteroaryl of 5 or 6 ring members of the formula (IV):



(IV)

wherein D^5, D^6, J^5, and J^6 are independently selected from the group consisting of C, N, O, S and a covalent bond with the provisos that no more than one is a covalent bond, K^2 is C, no more than one of D^5, D^6, J^5, and J^6 is O, no more than one of D^5, D^6, J^5, and J^6 is S, one of D^5, D^6, J^5, and J^6 must be a covalent bond when two of D^5, D^6, J^5, and J^6 are O and S, and no more than four of D^5, D^6, J^5, and J^6 are N, with the provisos that R^{16}, R^{17}, R^{18}, and R^{19} are each independently selected to maintain the tetravalent nature of carbon, trivalent nature of nitrogen, the divalent nature of sulfur, and the divalent nature of oxygen;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and

(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

Q^b is selected from the group consisting of $NR^{20}R^{21}$, Q^{be} wherein Q^{be} is hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido and alkyl;

Q^s is CH_2.

Please substitute the following for claim 37:

37. (once amended) The compound as recited in Claim 36 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butynyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-

heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q^b;

A is selected from the group consisting of:

(i) a single covalent bond, NH, $N(CH_3)$, CH_2, CH_3CH, and CH_2CH_2; and

(ii) $CH_2N(CH_3)$, $CH_2N(CH_2CH_3)$, $CH_2CH_2N(CH_3)$, and $CH_2CH_2N(CH_2CH_3)$ with the proviso that B is hydrido;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH_2, C-CH_2NH_2, C-$NHCH_3$, C-OH, C-CH_2OH, C-CO_2H, and C-$C(O)NH_2$;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-CH_3, C-NH_2, C-CH_2NH_2, C-CH_2NHCH_3, C-$NHCH_3$, C-$CH(NH_2)CH_3$, C-$CH_2CH_2NH_2$, C-$NHOCH_3$, C-$C(NH)NH_2$, C-$C(NOH)NH_2$, C-OH, C-CH_2OH, C-CH_2CH_2OH, C-$CH(OH)CH_3$, C-OCH_3, C-CO_2H, C-$C(O)NH_2$, C-$C(O)NHCH_3$, C-CH_2CO_2H, and C-SO_2NH_2;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, and ethyl;

Q^s is CH_2.

Please substitute th following for claim 38:

38. (once amended) The compound as recited in Claim 37 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido,ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl,(S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond, CH_2, CH_3CH, and CH_2CH_2;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH_2, C-CH_2NH_2, C-OH, C-CH_2OH, C-CO_2H, and C-C(O)NH_2;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-NH_2, C-CH_2NH_2, C-$CH_2CH_2NH_2$, C-C(NH)NH_2, C-C(NOH)NH_2, C-OH, C-CH_2OH, C-CH_2CH_2OH, C-CO_2H, C-C(O)NH_2, and C-CH_2CO_2H;

Q^b is selected from the group consisting of $NR^{20}R^{21}$, $C(NR^{25})NR^{23}R^{24}$, and $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, with the proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, methyl, and ethyl;

Q^s is CH_2.

Please substitute the following for claim 39:

39. (once amended) The compound as recited in Claim 38 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido,ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl,(S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl,

2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond, CH_2, CH_3CH, and CH_2CH_2;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

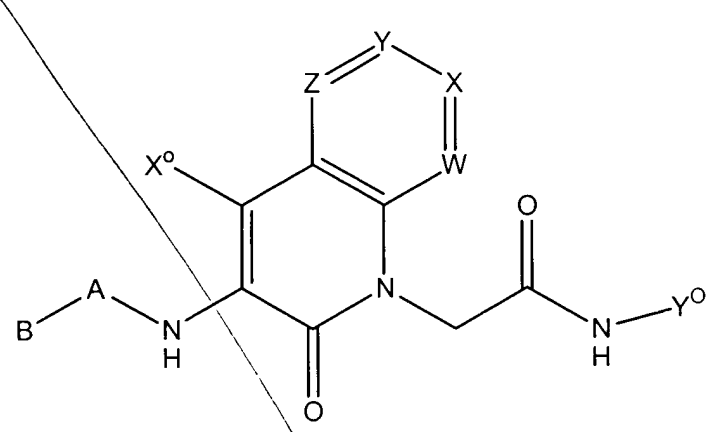
W and Z are independently selected from the group consisting of CH, N, CF, CCl, C-CN, C-NH_2, C-CH_2NH_2, C-OH, C-CH_2OH, C-CO_2H, and C-C(O)NH_2;

X and Y are independently selected from the group consisting of CH, N, CF, C-CN, C-NH_2, C-CH_2NH_2, C-$CH_2CH_2NH_2$, C-C(NH)NH_2, C-C(NOH)NH_2, C-OH, C-CH_2OH, C-CH_2CH_2OH, C-CO_2H, C-C(O)NH_2, and C-CH_2CO_2H;

Y^0 is selected from the group consisting of 5-amidino-2-thienylmethyl, 4-amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.

Please substitute the following for claim 40:

40. (once amended) A compound as recited in Claim 33 where said compound is selected from the group having the Formula:



or a pharmaceutically acceptable salt thereof, wherein:

B is 2,2,2-trifluoroethyl, A is single bond, Y^0 is 4-amidinobenzyl, W is CH, X is C-NH_2, Y is C-CH_2CO_2H, Z is CH, and X^o is hydrido;

B is (S)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, W is N, X is C-CH_2NH_2, Y is C-CO_2H, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-OH, X is C-$CH_2CH_2NH_2$, Y is C-OH, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-NH_2, X is C-CH_2OH, Y is C- NH_2, Z is CH, and X^o is hydrido;

B is hydrido, A is $CH_2(CH_3)N$, Y^0 is 4-amidinobenzyl, W is CH, X is C-NH_2, Y is C-CH_2CO_2H, Z is CH, and X^o is hydrido;

B is ethyl, A is single bond, Y^0 is 4-amidinobenzyl, W is N, X is C-CH_2NH_2, Y is C-CO_2H, Z is CH, and X^o is hydrido;

B is ethyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, W is C-OH, X is C-$CH_2CH_2NH_2$, Y is C-OH, Z is CH, and X^o is hydrido;

B is 2-propenyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-NH_2, X is C-CH_2OH, Y is C- NH_2, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, W is CH, X is C-NH_2, Y is C-CH_2CO_2H, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, W is N, X is C-CH_2NH_2, Y is C-CO_2H, Z is CH, and X^o is hydrido;

B is 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-OH, X is C-$CH_2CH_2NH_2$, Y is C-OH, Z is CH, and X^o is hydrido;

B is (R)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-NH_2, X is C-CH_2OH, Y is C- NH_2, Z is CH, and X^o is hydrido;

B is 2-propynyl, A is single bond, Y^0 is 4-amidinobenzyl, W is CH, X is C-NH_2, Y is C-CH_2CO_2H, Z is CH, and X^o is hydrido;

B is hydrido, A is CH_2, Y^0 is 4-amidinobenzyl, W is N, X is C-CH_2NH_2, Y is C-CO_2H, Z is CH, and X^o is hydrido;

B is 2,2,2-trifluoroethyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-OH, X is C-$CH_2CH_2NH_2$, Y is C-OH, Z is CH, and X^o is hydrido;

B is (S)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-NH_2, X is C-CH_2OH, Y is C- NH_2, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, W is CH, X is C-NH_2, Y is C-CH_2CO_2H, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, W is N, X is C-CH_2NH_2, Y is C-CO_2H, Z is CH, and X^o is hydrido;

B is hydrido, A is $CH_2(CH_3)N$, Y^0 is 4-amidinobenzyl, W is C-OH, X is C-$CH_2CH_2NH_2$, Y is C-OH, Z is CH, and X^o is hydrido;

B is ethyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-NH_2, X is C-CH_2OH, Y is C- NH_2, Z is CH, and X^o is hydrido;

B is ethyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, W is CH, X is C-NH_2, Y is C-CH_2CO_2H, Z is CH, and X^o is hydrido;

B is 2-propenyl, A is single bond, Y^0 is 4-amidinobenzyl, W is N, X is C-CH_2NH_2, Y is C-CO_2H, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidino-2-fluorobenzyl, W is C-OH, X is C-$CH_2CH_2NH_2$, Y is C-OH, Z is CH, and X^o is hydrido;

B is isopropyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-NH_2, X is C-CH_2OH, Y is C- NH_2, Z is CH, and X^o is hydrido;

B is 2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, W is CH, X is C-NH_2, Y is C-CH_2CO_2H, Z is CH, and X^o is hydrido;

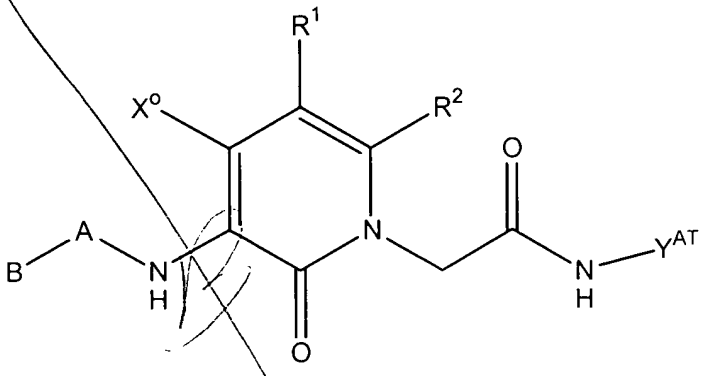
B is (R)-2-butyl, A is single bond, Y^0 is 4-amidinobenzyl, W is N, X is C-CH_2NH_2, Y is C-CO_2H, Z is CH, and X^o is hydrido;

B is 2-propynyl, A is single bond, Y^0 is 4-amidinobenzyl, W is C-OH, X is C-$CH_2CH_2NH_2$, Y is C-OH, Z is CH, and X^o is hydrido;

B is hydrido, A is CH_2, Y^0 is 4-amidinobenzyl, W is C-NH_2, X is C-CH_2OH, Y is C-NH_2, Z is CH, and X^o is hydrido;

Please substitute the following for claim 41:

41. (once amended) The compound having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms

from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, lower alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, alkylsulfonamido, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, alkylamino, carboalkoxy, carboxy, carboxamido, cyano, and Q^b;

R^9, R^{10}, R^{11}, R^{12}, and R^{13} are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, hydroxy, amino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfamido, alkylsulfonyl, amidosulfonyl, monoalkyl amidosulfonyl, dialkyl amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

A is selected from the group consisting of single covalent bond and $(CH(R^{15}))_{pa}$-$(W^7)_{rr}$ wherein rr is an integer selected from 0 through 1, pa is an integer selected from 0 through 3, and W^7 is selected from the group consisting of O, S, C(O), $(R^7)NC(O)$, $(R^7)NC(S)$, and $N(R^7)$ with the proviso that no more than one of the group consisting of rr and pa is 0 at the same time; R^7 is selected from the group consisting of hydrido, hydroxy and alkyl;

R^{15} is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;

R^1 and X^o are independently selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

R^2 is Z^0-Q;

Z^0 is a covalent single bond;

Q is selected from the group consisting of aryl and heteroaryl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11};

K is CHR^{4a} wherein R^{4a} is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E^0 is selected from the group consisting of a covalent single bond, C(O)N(H), (H)NC(O), $(R^7)NS(O)_2$, and $S(O)_2N(R^7)$;

Y^{AT} is Q^b-Q^s;

Q^s is $(CR^{37}R^{38})_b$ wherein b is an integer selected from 1 through 4, R^{37} is selected from the group consisting of hydrido, alkyl, and haloalkyl, and R^{38} is selected from the group consisting of hydrido, alkyl, haloalkyl, aroyl, and heteroaroyl with the provisos that there is at least one aroyl or heteroaroyl substituent, that no more than one aroyl or heteroaroyl is bonded to $(CR^{37}R^{38})_b$ at the same time, that said aroyl and said heteroaroyl are optionally substituted at from one through three of the ring carbons with a substituent selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19}, that said aroyl and said heteroaroyl are bonded to the $CR^{37}R^{38}$ that is directly bonded to E^0, that is no more than one alkyl or one haloalkyl is bonded to a $CR^{37}R^{38}$ at the same time, and that said alkyl and haloalkyl are bonded to a carbon other than the one bonding the aroyl or heteroaroyl;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano;

R^{16} and R^{19} are independently selected from the group consisting of:

(i) hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, lower alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano; and

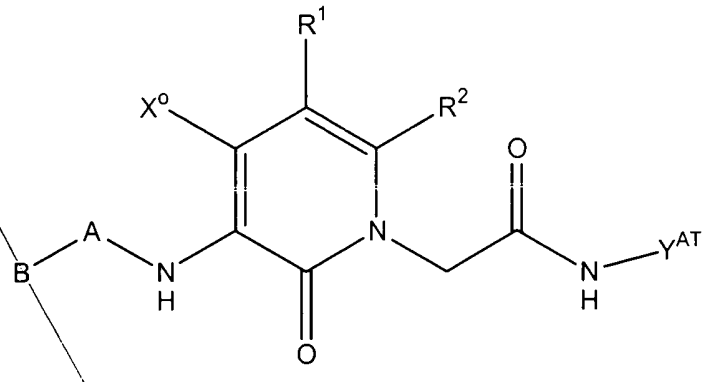
(ii) Q^b with the proviso that no more than one of R^{16} and R^{19} is Q^b at the same time and that Q^b is Q^{be};

Q^b is selected from the group consisting of $NR^{20}R^{21}$, Q^{be} wherein Q^{be} is hydrido, $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$, and $C(NR^{25})NR^{23}R^{24}$, with the provisos that no more than one of R^{20} and R^{21} is hydroxy, amino, alkylamino, or dialkylamino at the same time and that no more than one of R^{23} and R^{24} is hydroxy, amino, alkylamino, or dialkylamino at the same time;

R^{20}, R^{21}, R^{23}, R^{24}, R^{25}, and R^{26} are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino.

Please substitute the following for claim 42:

42. (once amended) The compound as recited in Claim 41 having the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butynyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R^{32}, R^{33}, R^{34}, R^{35}, and R^{36};

R^{32}, R^{33}, R^{34}, R^{35}, and R^{36} are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q^b;

R^9, R^{11}, and R^{13} are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo,

amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

R^{10} and R^{12} are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, amidosulfonyl, N-methylamidosulfonyl, N,N-dimethylamidosulfonyl, methoxycarbonyl, fluoro, chloro, bromo, and cyano;

A is selected from the group consisting of single covalent bond, NH, $N(CH_3)$, CH_2, CH_3CH, CH_2CH_2, and $CH_2CH_2CH_2$;

R^1 and X^o are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl, ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

R^2 is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment is optionally substituted by R^9, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R^{13}, a carbon adjacent to R^9 and two atoms from the carbon at the point of attachment is optionally substituted by R^{10}, a carbon adjacent to R^{13} and two atoms from the carbon at the point of attachment is optionally substituted by R^{12}, and any carbon adjacent to both R^{10} and R^{12} is optionally substituted by R^{11};

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of: $C[R^{37}(benzoyl)](CR^{37}R^{38})_b]$, $C[R^{37}(2\text{-pyridylcarbonyl})](CR^{37}R^{38})_b]$, $C[R^{37}(3\text{-pyridylcarbonyl})](CR^{37}R^{38})_b]$, $C[R^{37}(4\text{-pyridylcarbonyl})](CR^{37}R^{38})_b]$, $C[R^{37}(2\text{-thienylcarbonyl})](CR^{37}R^{38})_b]$, $C[R^{37}(3\text{-thienylcarbonyl})](CR^{37}R^{38})_b]$, $C[R^{37}(2\text{-thiazolylcarbonyl})](CR^{37}R^{38})_b]$, $C[R^{37}(4\text{-thiazolylcarbonyl})](CR^{37}R^{38})_b]$, and $C[R^{37}(5\text{-thiazolylcarbonyl})](CR^{37}R^{38})_b]$, wherein b is an integer selected from 1 through 3, R^{37} and R^{38} are independently selected from the group consisting of hydrido, alkyl, and haloalkyl, with the provisos that said aroyl and said heteroaroyl are optionally substituted at from one through three of the ring carbons with a substituent selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19} with the

proviso that R^{17} and R^{18} are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl substituent and the heteroaroyl substituent, that said benzoyl and said heteroaroyl are bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonymethylene) group, and that is no more than one alkyl or one haloalkyl is bonded to a $CR^{37}R^{38}$ at the same time;

R^{16}, R^{17}, R^{18}, and R^{19} are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, amidosulfonyl, N-methylamidosulfonyl, hydroxymethyl, carboxy, and cyano;

Q^b is selected from the group consisting of $NR^{20}R^{21}$ and $C(NR^{25})NR^{23}R^{24}$, with the proviso that said Q^b group is bonded directly to a carbon atom;

R^{20}, R^{21}, R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido, methyl, and ethyl.

Please substitute the following for claim 43:

43. (once amended) The compound as recited in Claim 42 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl,(S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of single covalent bond, CH_2, CH_3CH, CH_2CH_2, and $CH_2CH_2CH_2$;

R^1 and X^o are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

R^2 is selected from the group consisting of 5-amino-3-amidocarbonylphenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-

methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, benzyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl, 3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl, 3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 2,6-dichlorophenyl, 3-cyanophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, 2-trifluoromethylphenyl, 5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;

Y^{AT} is Q^b-Q^s;

Q^s is selected from the group consisting of: $[CH(benzoyl)](CH_2)_b$, $[CH(2\text{-}pyridylcarbonyl)](CH_2)_b$, $[CH(3\text{-}pyridylcarbonyl)](CH_2)_b$, $[CH(4\text{-}pyridylcarbonyl)](CH_2)_b$, $[CH(2\text{-}thienylcarbonyl)](CH_2)_b$,$[CH(3\text{-}thienylcarbonyl)](CH_2)_b$, $[CH(2\text{-}thiazolylcarbonyl)](CH_2)_b$, $[CH(4\text{-}thiazolylcarbonyl)](CH_2)_b$, and $[CH(5\text{-}thiazolylcarbonyl)](CH_2)_b$. wherein b is an integer selected from 1 through 3, with the provisos that said aroyl and said heteroaroyl are optionally substituted at from one through three of the ring carbons with a substituent selected from the group consisting of R^{16}, R^{17}, R^{18}, and R^{19} with the proviso that R^{17} and R^{18} are optionally substituted at a carbon selected from other than the meta and para carbons relative to the carbonyl of the benzoyl substituent and the heteroaroyl substituent, and that said benzoyl and said heteroaroyl substituent are bonded to the carbon directly bonded to amide nitrogen of the 1-(amidocarbonymethylene) group;

R^{16} and R^{19} are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano;

R^{17} and R^{18} are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano;

Q^b is $C(NR^{25})NR^{23}R^{24}$;

R^{23}, R^{24}, and R^{25} are independently selected from the group consisting of hydrido and methyl.

Please substitute the following for claim 44:

44. (once amended) The compound as recited in Claim 43 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido,ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl,(S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 3-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanohexyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

A is selected from the group consisting of a single covalent bond, CH_2, CH_2CH_2 and $CH_2CH_2CH_2$;

X^o is selected from the group consisting of hydrido, hydroxy, amino, amidino, aminomethyl, cyano, methyl, trifluoromethyl, hydroxymethyl, and fluoro;

R^1 is selected from the group consisting of hydrido, hydroxy, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;

R^2 is selected from the group consisting of 3-aminophenyl, benzyl, 2,6-dichlorophenyl, 5-amino-2-thienyl, 5-amino-2-fluorophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-carboxyphenyl, 3-cyanophenyl, 3-chlorophenyl, 2-hydroxyhenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 3-methoxycarbonylphenyl, 3-dimethylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl, 3-pyridyl, 3-trifluoroacetamidophenyl, 3-bromo-2-thienyl, 2-thienyl, and 3-thienyl;

Y^{AT} is selected from the group consisting of 5-guanidino-1-oxo-1-(2-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(5-thiazolyl)-2-pentyl, 5-guanidino-1-oxo-1-(4-amino-2-thiazolyl)-2-pentyl, and 5-guanidino-1-oxo-1-phenyl-2-pentyl.

Please substitute the following for claim 46:

46. (once amended) A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of Claims 24 or 40 and a pharmaceutically acceptable carrier.

Please substitute the following for claim 47:

47. (once amended) A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of Claims 17 through 23, Claims 33 through 39, or Claims 41 through 44 and a pharmaceutically acceptable carrier.

Please substitute the following for claim 48:

48. (once amended) A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 49:

49. (once amended) A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 50:

50. (once amended) A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 51:

51. (once amended) A method for treating or preventing venuous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 52:

52. (once amended) A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 53:

53. (once amended) A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 54:

54. (once amended) A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 55:

55. (once amended) A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 56:

56. (once amended) A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of any one of Claims 46 or 47.

Please substitute the following for claim 57:

57. (once amended) A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of any one of Claims 17-24 or 33-44 with a therapeutically effective amount of fibrinogen receptor antagonist.